ORIGINAL

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

U.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
FILED
FEB 8 2001
CLERK, U.S. DISTRICT COURT
By ______ Deputy

TERRY L. TROUPE, AVERY B. CASSELBERRY, RALPH P. JONES, TONY M. JONES, ZENFORD JONES, MELVIN SANDERS, CLARENCE E. ANDERSON, VICTOR E. TWINE, and ERIC FLYNN, on behalf of themselves and on behalf of all others similarly situated,	§	
Plaintiffs,	§	
vs.	§	3-98-CV-2462-P
RANDALL'S FOOD & DRUGS, INC. d/b/a TOM THUMB FOOD & PHARMACY, TOM THUMB FOOD & DRUGS, and SIMON DAVID,	§	
Defendant.	§	

ENTERED
U.S.D.C.

ORDER FOR FINAL APPROVAL OF CONSENT DECREE

Having considered the Plaintiffs' Motion for Final Approval of Consent Decree; all other documents submitted along with the Consent Decree and the motion; the record of this case; and the memoranda and arguments of counsel; and

Having been advised by Class Counsel and Tom Thumb that the proposed Consent Decree is intended to effect a full and final settlement of all claims that were or could have been asserted by Plaintiffs and other members of the proposed settlement class defined in the proposed Consent Decree (the "Class") with respect to Tom Thumb's employment actions and practices that affected their selection for positions covered by the Class, and the terms and conditions of their employment in such positions;

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The Court makes the following findings:

1. This settlement was reached after two years of litigation and more than twelve months of mediation and negotiation.

2. In arriving at the amount of monetary relief which would be recommended to this Court and to Plaintiffs, Plaintiffs' counsel began with an estimate of potential liability to the class derived by a statistician from Tom Thumb's computerized employee data. A series of factors were then applied, which enhanced or diminished that initial estimate, such as the risks that would have been associated with certification, liability and damages decisions; the time and expense of further litigation; and the value of the injunctive relief obtained. As a result, a settlement value range was determined. The amount of the settlement fund is well within that range.

3. In addition to the monetary relief, Tom Thumb agreed to sweeping injunctive relief. As part of the relief provided by the Consent Decree, Tom Thumb will: (1) begin for the first time to post available job vacancies; (2) revise selection procedures for management training courses from a unilateral top-down selection process to one which allows interested employees to apply for participation in management training; (3) revise its management training classes to include an EEO component; (4) include an equal employment opportunity component to performance appraisals of supervisory and management employees; (5) create a new 800 line to be used to receive employee complaints regarding employment discrimination; (6) clarify that discrimination and failure to comply with company policies on equal employment are offenses subject to termination or other appropriate discipline; and (7) reaffirm its commitment to compliance with all federal and state anti-discrimination statutes. Furthermore, the

Consent Decree will legally enjoin Tom Thumb from discriminating against employees on the basis of race in the future. Tom Thumb's compliance with its commitments will be monitored by the Court through reports to be supplied to the Court and Class Counsel by Tom Thumb.

4. The proposed settlement was negotiated in good faith at arms length by competent and experienced counsel for the parties and with the assistance of a skilled mediator, and appears to be fair, reasonable and adequate under Fed. R. Civ. P. 23, and consistent with Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. § 2000(e), and the Civil Rights Act of 1866, 42 U.S.C. § 1981.

5. Despite notice to almost 15,000 potential class members, no plaintiff or absent class member voiced objection to any of the terms of the Consent Decree and only 15 class members elected to opt out.

6. All of the requirements set forth in Fed. R. Civ. P. 23(a) appear to be satisfied by the proposed Settlement Class as defined in the Consent Decree.

7. The Court finds it appropriate to certify the Settlement Class under both Rule 23(b)(2) and Rule 23(b)(3). The plaintiffs' claims for equitable, injunctive and declaratory relief are hereby certified under Rule 23(b)(2), while plaintiffs' claims for damages are hereby certified under Rule 23(b)(3).

ACCORDINGLY, IT IS ORDERED:

1. Following compliance with the requirements for published, mailed and internet notice Ordered by this Court on October 10, 2000, and a Fairness Hearing on February 7, 2001, at which no objections to the proposed settlement were proffered, the Consent Decree which incorporates the terms of the settlement is finally approved;

2. The Class is established pursuant to Fed. R. Civ. P. 23(b)(2), and 23(b)(3) and may be maintained for the purpose of the Consent Decree;

3. Any member of the Class who had a right to opt out of the Class under the proposed Consent Decree and did not avail him/herself of that right as provided therein is barred from opting out.

Dated: February 7, 2001

United States District Court Judge